



Notice is hereby given that the 11th Extraordinary General Meeting of the Members of India Mortgage Guarantee Corporation Private Limited (the “Company”) will be held on Tuesday, March 25, 2025, at 06:00 P.M. IST through video conferencing (Deemed Venue: Registered Office of the Company) in accordance with General Circular No. 09/2024 dated 19th September 2024 passed by the Ministry of Corporate Affairs:

SPECIAL BUSINESS:

ITEM NO. 1

ADOPTION OF AMENDED ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, circulars/guidelines/directions issued by Reserve Bank of India, if any, and all other applicable laws, rules and regulations, Amended and Restated Shareholders’ Agreement, as amended from time to time and pursuant to approval of the Board of Directors of the Company, the consent of the Members of the Company be and are hereby accorded for adoption of amended Articles of Association of the Company by replacing the existing Articles of Association of the Company, as per the draft placed before the Meeting.

RESOLVED FURTHER THAT any Director or the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized, for and on behalf of the Company, to sign (digitally or otherwise), file and submit all the requisite e-forms, including Form MGT 14, along with such other documents as may be required, with the Registrar of Companies, Reserve Bank of India or any other statutory authority, and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any of the Directors or the Chief Financial Officer or Company Secretary of the Company be submitted to all necessary authorities who may be requested to act thereon.”

By order of the Board
For India Mortgage Guarantee Corporation Private Limited



Place: Noida, Uttar Pradesh
Date: February 28, 2025

Company Secretary & Compliance Officer
(Membership No. A43608)

India Mortgage Guarantee Corporation Pvt. Ltd.

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India
Tel: +91-120-489 8000 Fax: +91 120 4898 181 E-mail: info@imgc.com Web: www.imgc.com
CIN: U65922DL2006FTC153640



Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, 8th December 2021, 5th May 2022, 28th December 2022, 25th September 2023, 19th September 2024 and other circulars issued from time to time (collectively referred to as 'MCA Circulars') permitted the holding of the Extraordinary General Meeting ('EGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), and the MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The 11th Extraordinary General Meeting shall be held through Video Conferencing (VC), the link of the same is provided in the email sent to the members.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
4. The recorded transcript of the meeting shall be maintained in the safe custody of the Company.
5. Members are also intimated that the convenience of different persons positioned in different time zones has been kept in mind before scheduling the meeting.
6. The VC facility allows two-way teleconferencing or WebEx for the ease of participation of the members and the participants are allowed to pose questions concurrently or can submit their questions in advance on the e-mail address "compliance@imgc.com". The VC facility can allow at least 500 members to participate on a first-come-first-served basis.
7. The facility for joining, the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting i.e. from 05:45 p.m. IST and shall not be closed till the expiry of 15 minutes after such a scheduled time i.e. till 06:15 p.m. IST.
8. Attendance of members through VC shall be counted to reckon the quorum under section 103 of the Act.
9. A proxy can be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since this general meeting will be held through VC, where the physical attendance of members, in any case, has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for this meeting. However, in pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for participation and vote in the meeting held through VC.
10. A corporate member shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013 i.e. only if the corporate member sends a certified true copy of the board resolution authorizing the representative to attend and vote at the Extraordinary General Meeting.
11. Members are also hereby informed that the registered email ID of the Company for voting shall be "compliance@imgc.com. During the meeting held through VC, where a poll on any item is

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required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to the designated email address circulated by the Company in advance i.e. at "compliance@imgc.com".

12. A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the Members at the Corporate Office of the Company (Unit No. 405, 4th Floor, World Trade Tower, C-1, Sector 16, Noida- 201301) during business hours on all working days except Saturdays, up to the date of this 11th Extraordinary General Meeting.
13. A copy of register of director and key managerial personnel and their shareholding and register of contracts or arrangements and other the statutory registers, documents, the Auditor's Report, as prescribed under the Act and the documents pertaining to the special business are available for inspection by the Members at the registered office up to the date of this 11th Extraordinary General Meeting during the normal business hours from 09:00 a.m. to 06:00 p.m. on all working days, except Saturdays and Sundays and members can inspect such documents during the course of meeting. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members. Members seeking to inspect such documents can send an email to compliance@imgc.com.
14. Since the meeting is being held through video conference, there is no need to provide route map.
15. Shareholders holding equity capital shall have one vote per share.

**By order of the Board
For India Mortgage Guarantee Corporation Private Limited**

Place: Noida, Uttar Pradesh
Date: February 28, 2025


Puneet Jolly
Company Secretary & Compliance Officer
(Membership No. A43608)



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EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act,
2013)

ITEM NO. 1

ADOPTION OF AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY

The members are hereby informed that due to the RBI Preliminary Inspection Risk Assessment Report, the Board in its meeting held on January 13, 2025 to reconstitute the various committees in order to comply with the observation of overlapping of various committees as per said RBI report. In this regard, the Company is required to amend its Articles of Association to capture the revised constitution of various committees as approved by the Board in the above-mentioned Board meeting.

As per provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Company is required to take requisite approval of members of the Company to amend the Articles of Association of the Company. The Board of Directors in its meeting dated February 27, 2025, has approved the amendment in its Articles of Association of the Company and recommended to the members for their approval subject to and pursuant to relevant provisions of the Companies Act, 2013 (including rules made thereunder) and applicable laws of RBI.

Accordingly, this Special Resolution is proposed to the members for their consideration and approval in this matter.

None of the Directors, Key Managerial Persons, or their relatives are in any way concerned or interested in the said resolution.

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ATTENDANCE SLIP

I hereby record my presence at the 11th Extraordinary General Meeting of the Company on Tuesday, March 25, 2025, at 06:00 P.M. IST through video conferencing.

Folio No./DPID-Client ID :

Full Name of the Shareholder in Block :

No. of Shares held :

Name of Proxy (if any) in Block Letters :

Signature of the Shareholder/ Proxy/ :

Representative*

*Strike out whichever is not applicable.